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DOCKET FILE COPY ORIGINAL February 4, 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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Federal Communications Commission
Office of Secretary

Re: WC Docket No. 04-392
WC Docket No. 04-393
File No. SES-T/C-20041001-01572
File No. ITC-T/C-20041001-00386/390

Dear Secretary Dortch:

ITC^DeltaCom, Inc. ("ITC^DeltaCom"), by its attorneys, submits this letter to notify the Commission that it does not intend to consummate the transfers of control that were the subject of the above-referenced applications.¹

On October 1, 2004, ITC^DeltaCom filed the above-referenced applications seeking authority to acquire Florida Digital Network, Inc. ("FDN"), and Network Telephone Corporation ("NTC"). Pursuant to the terms of a definitive Termination Agreement reached between the principal stockholders of ITC^DeltaCom and FDN, dated December 17, 2004, ITC^DeltaCom will not be acquiring FDN. Because ITC^DeltaCom's acquisition of NTC was contingent upon the consummation of ITC^DeltaCom's acquisition of FDN, ITC^DeltaCom also will not be acquiring NTC.

Please note that although ITC^DeltaCom will not be transferring control of its satellite earth station licenses as a consequence of its acquisition of FDN, ITC^DeltaCom's subsequently-filed application to assign these same earth station licenses to Shared Data Networks, LLC, which was accepted for filing on

¹ ITC^DeltaCom's applications in WC Docket Nos. 04-392 and 04-393 were approved on November 18, 2004; the applications in File Nos. ITC-T/C-20041001-00386/390 were approved on November 5, 2004; and the application in File No. SES-T/C-20041001-01572 was approved on December 15, 2004.

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November 24, 2004,² is not affected by this letter; ITC^DeltaCom continues to respectfully request that its assignment application be approved by the Commission.

Please contact the undersigned if you have any questions concerning this submission.

Respectfully submitted,


Yaron Dori
Counsel to ITC^DeltaCom

cc: Fern Jarmulnek, International Bureau
Alexis Johns, Wireline Competition Bureau
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² See FCC Public Notice, Report No. SES-00662, Nov. 24, 2004, at File No. SES-ASG-20041112-01714.